

BYLAWS

Article I - Name

This Association shall be known as the American Association of Physician Liaisons, Inc., hereinafter referred to as "AAPL" and/or "Association."

Article II - Goal

The American Association of Physician Liaisons, Inc., is an organization of healthcare professionals actively engaged in physician liaison activities in acute care facilities. The goal of AAPL is to bring those who function in a physician liaison capacity together for educational and networking opportunities.

Article III - Membership, Dues and Voting

- Section 1.** Membership shall be reserved for healthcare professionals actively engaged in physician liaison activities in the hospital sector.
- Section 2.** Dues and terms of payment by members shall be established by the Board of Directors. Payment of dues is a condition of continued membership or affiliation in the Association.
- Section 3.** Voting shall be reserved for paid members only. Each member shall be entitled to one vote. No member shall be allowed to vote the proxy of another member.
- Section 4.** A member in default of the payment of dues or other monetary obligations to the Association, or for cause as determined by the Board of Directors, may be suspended or dropped from membership.
- Section 5.** An AAPL membership that has been paid by an organization will be eligible for the transfer when the member leaves the organization according to the following: The prospective AAPL membership candidate must be in the same job description, performing the same job duties as the previous AAPL member. If this criterion is met, the candidate will send a completed application to the AAPL Membership Committee for review and approval. Upon approval of this application, the membership will be transferred. Revised 06/24/05

Article IV - Meetings

- Section 1.** The Board of Directors shall establish the time and place of the Association meetings. Notice of meetings shall be communicated to all members at least fifteen days prior to meeting dates. In the case of emergency situations, the advanced notice may be waived with the approval of the majority of the Board of Directors.
- Section 2.** The Annual Meeting shall be held in the early summer of each year so that election of officers can be accomplished prior to beginning of the new fiscal year. The primary purposes of the Annual Meeting shall be for the election of officers and members of the Board of Directors and provision of educational and networking opportunities for the membership. Any business of the Association, new or old, may be transacted at the Annual Meeting without prior designation by notice.
- Section 3.** Members present shall constitute a quorum.

- Section 4.** Special Meetings may be called by the President, or any other officer in his/her absence, or by a majority vote of the Board of Directors. Members present shall constitute a quorum.
- Section 5.** Any action required or permitted to be taken at any meeting of members may be taken without a meeting, provided written ballots are delivered or sent electronically to every member entitled to vote on the matter, in accordance with the provisions of the Tennessee Nonprofit Corporation Act. Any action so taken must be filed with the minutes of the Association.

Article V - Board of Directors

- Section 1.** The Board of Directors shall be authorized to establish policies and procedures consistent with the Bylaws of AAPL and shall act as its governing agency in all manners pertaining to its operation and viability. The Board of Directors shall be responsible to assure that AAPL fulfills its goals according to these Bylaws.
- Section 2.** The management and administration of the Association shall be vested in the Board of Directors. As such, they have the responsibility for prudent direction of its affairs. An Executive Director may be hired by the Board of Directors to perform such duties as are designated by the Board of Directors to enable the Association to carry out its purposes. In addition, the Board may hire such temporary or other staff to perform duties for the Association if no Executive Director is hired.
- Section 3.** The Board of Directors shall declare and fill any Board vacancies that occur between annual elections by a majority vote of the Board.
- Section 4.** Officers and members of the Board of Directors shall be elected by a majority vote of members at the annual meeting or electronically through the AAPL web-site or by e-mail. Revised 06/2009
- Section 5.** All members of the Board of Directors must be AAPL members. Terms of office for officers shall be for one (1) year, with the exception of Treasurer and Historian. The term of offices for Treasurer and Historian shall be for two (2) years. Terms of office for members of the Board of Directors shall be for five years and shall be staggered, with no more than one-third of the Directors elected in any one fiscal year, excepting those either appointed or elected to fill an unexpired term. No member of the Board of Directors shall serve for more than two consecutive terms, plus any partial term he or she has fulfilled, except such Board member fail to serve on the Board for at least one year, after which time such Board member may be re-elected to the Board of Directors. Revised 06/2009
- Section 6.** Composition of the Board of Directors shall be as follows: President, Immediate Past President, President-Elect, Secretary, Treasurer, Historian and four (4) members at large. Consideration for selection of members of the Board of Directors shall include broad geographic representation. Board members shall be restricted to one per healthcare system and two per state at any given time. For purposes of this section, "healthcare system" is defined as any health care provider that operates facilities at different locations, and also has one central governing authority over all locations in that system. Revised 06/2009
- Section 7.** The Board of Directors shall meet at least three (3) times per year. The President may call special meetings of the Executive Committee or Board of Directors upon need. A meeting may be held by conference call or other interactive media. A quorum to conduct general business at Board of Directors meetings shall be a majority of the currently serving members of the Board. The Board of Directors shall adopt a policy requiring the removal of any member of the Board who fails to attend a sufficient percentage of the meetings of the Board of Directors.

Section 8. (a) The Association shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative by reason of the fact that he or she is or was a member of the Board of Directors of the Association, or who is or was serving at the request of the Association as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding to the full extent authorized by the Tennessee Nonprofit Corporation Act. With regard to such actions by or in the right of the Association, the indemnification provided shall be against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit and as otherwise in accordance with and to the full extent authorized by the Tennessee Nonprofit Corporation Act.

(b) The Board of Directors may purchase and maintain insurance on behalf of any person who is or was a member of the Board of Directors of the Association or who is or was serving at the request of the Association as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article V, Section 8. Revised 06/24/05

(c) If the Association has paid indemnity or has advanced expenses under this Article V, Section 8, to a member of the Board of Directors of the Association, such member of the Board shall report the indemnification or advance in writing to the Board of Directors at or before the next meeting of the Board of Directors.

(d) The definitions of various terms used in this Article V, Section 8, shall be governed by the Tennessee Nonprofit Corporation Act.

Article VI - Officers

Section 1. All officers must be AAPL members in good standing.

Section 2. **The President** shall preside at all meetings of the Association and the Board of Directors at which he or she is present. The President shall have general charge and supervision of the business of the Association, and may sign and execute, in the name of the Association, all authorized contracts or other instruments on behalf of the Association. The President shall be empowered to appoint Committee Members and chairpersons, and to call meetings of the Executive Committee, the Board of Directors, and the AAPL membership. The President shall have primary responsibility for public relations. The President shall serve as chairperson of the Executive Committee and as an ex-officio member of all committees.

Section 3. **The President-Elect** shall fulfill the duties of the President at the request of the President or in the absence or inability of the President to act. When so acting, he or she shall have the powers of the President.

Section 4. **The Immediate Past President** shall serve on the Board of Directors. He or she shall serve as aide to the President and advisor to the Board.

Section 5. The **Secretary** shall be responsible for keeping accurate records of the proceedings of all meetings of the Association. The Secretary shall serve all notices in due time and order to the membership, and be the official custodian of all matters of record. The Secretary shall maintain a current copy of the bylaws and a current membership list. The Secretary shall present to the Board of Directors all communications and shall attend to all correspondence of the Association under the direction of the President. Revised 06/24/05

Section 6. The **Treasurer** shall have charge and custody of all funds and securities of the Association and shall insure that proper deposits are made in the name of AAPL. The Treasurer shall keep and maintain adequate accounts of all business transactions including assets, liabilities, receipts and disbursements. The Treasurer shall prepare and present a financial report at meetings of the Board of Directors and at the annual meeting of the members.

Section 7. The **Historian** shall serve on the Board of Directors. He or she will be responsible for the collection and preservation of the historical information pertinent to AAPL.

Article VII - Vacancies

In the event of mid-term vacancy in the office of President, the President-Elect shall complete the unexpired term. Any other mid-term vacancy among the Board of Directors shall be filled by the vote of the majority of the remaining Board of Directors. Nominations for such vacancies will be made by the Nominating Committee, except for vacancies on the Nominating Committee, which will be filled by the President.

Article VIII - Election of Officers

Officers shall be elected on an annual basis through electronic voting, which is managed by the association's management company; this will allow all members of the AAPL to be involved in the process of selecting the incoming board members. Officers will be introduced at the annual meeting during the business meeting of the Association. Nominations shall be made by the Nominating Committee. Terms of all officers shall begin on the first day of the fiscal year following their election at the annual meeting, and end with their replacement by qualified successors. Officers shall not be eligible for re-election to the same position, unless such respective officer filled less than one-half of an unexpired term, in which case, the officer can be elected to fill one complete term.

Article IX - Compensation and Reimbursement

Officers and Directors shall not receive any compensation for their services in conjunction with this Association. Officers and Directors may receive reimbursement for actual expenses incurred on Association business, if reimbursement is approved by the Board of Directors. Travel expenses for attendance at the annual meeting will not be reimbursed unless funds are available and receive special approval of the Board of Directors. The Board of Directors may introduce and vote reimbursement for representation to national functions for individuals based upon need, and reimbursement and/or fees/honoraria for guests who are invited to attend or make presentations at meetings of the members.

Article X - Committees Revised 06/24/05

Within thirty days after taking office, the President shall appoint standing committees. Committees shall serve in an advisory capacity to the Board of Directors. Committee members shall be selected from the Board of Directors and/or members. The Chairperson of each standing committee shall be a member of the Board of Directors. Appointments shall be for a term of one year, or until successors are duly appointed. Any member

may be appointed to serve in more than one area of service. The President may appoint additional ad hoc committees as needed.

Section 1. Executive Committee: The Executive Committee is composed of the President, Immediate Past President, President-Elect, Secretary and Treasurer. It is chaired by the President, responsible for leadership of the Association, and empowered to act for the full Board in matters of immediate and urgent nature subject to the powers limited to the Board. Committee actions are subject to approval by the full Board at the next regularly scheduled meeting.

Section 2. Nominating Committee: The President shall appoint members. The Immediate Past President shall serve as Chairperson. The committee shall be responsible for presenting nominees for each office electronically to the full membership for consideration and electronic voting and to present nominations for offices that are vacated during their term of office.

Section 3. Membership Committee: The President shall appoint members. The Chairperson shall be designated by the President. The committee shall promote membership in the Association.

Section 4. Committees may meet at any time upon call of the Chairperson of that Committee. The President and President-Elect shall act as ex-officio members of all committees. Committees may present a statement of proposals and recommendations to be placed on the meeting agenda for any meeting of the Board of Directors. Such statements should be forwarded to the President prior to the meeting date.

Article XI - Authorities

The rules of procedure contained in the latest edition of Robert's Rule of Order, Revised, shall govern all Association meetings, as well as meetings of the Board of Directors and its Committees, in all cases to which they are applicable, and in which they are not inconsistent with the Charter and Bylaws of this Association.

Article XII - Fiscal Year

The fiscal year of the Association shall be July 1 through June 30, or on such other dates as may be established from time to time by the Board of Directors. Revised 06/24/05

Article XIII - Amendments

Any amendment to these Bylaws shall first be approved by the Board of Directors by a two-thirds vote, and shall then be ratified by a two-thirds vote of those members present and voting at any duly called meeting or electronically either through the AAPL web-site or by e-mail of the members. The proposed amendment shall have been submitted in writing to the Secretary and forwarded to the membership not less than fifteen days prior to such meeting. Amendments may be proposed by the Board of Directors or by any three members of the Association. Revised 06/2009

VOTED AND ADOPTED by the American Association of Physician Liaisons, Inc., by a majority vote of those members present to the request for adoption on June 28, 2001 in Nashville, Tennessee.

Article V, Section 5 & 6 and Article VI, Section 7 Amended by a majority vote of those members present at annual conference on June 25, 2004.

Article III, Section 5 Amended to include by a majority vote of those members present at the annual conference on June 24, 2005.

Article IV, Section 4; Article V, Section 5 & 6 and Article XIII Amended by a majority vote of those members present at annual conference on June 25, 2009.